

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
FRANCHISE GROUP, INC., <i>et al.</i> , ¹)	Case No. 24-12480 (LSS)
)	
Debtors.)	(Jointly Administered)
)	
)	

**NOTICE OF AGENDA FOR HEARING OF MATTERS SCHEDULED FOR
MAY 6, 2025, AT 11:30 A.M. (PREVAILING EASTERN TIME)**

[Continued on Next Page]

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

All hearings before Judge Silverstein are in person.

Permission to appear remotely at any hearing must be approved by chambers. Case participants who are permitted to attend remotely must register using the <http://www.deb.uscourts.gov/ecourt-appearances> tool described below.

The deadline to register for remote attendance is 4:00 P.M. (prevailing Eastern Time) the business day before the hearing unless otherwise noticed. When registering, case participants may choose to attend remotely through video or audio access. Please be aware that if you choose audio access and the proceedings involve witness testimony, you may be disconnected entirely from the hearing or moved to a waiting room and unable to hear that portion of the proceedings. Once you register your appearance, a screen will appear that states “Thank you for registering your appearance in (Case number) (Case name).” An electronic invitation, with the relevant audio or video link, will be emailed to you prior to the hearing.

**Please do not contact the United States Bankruptcy Court
for the District of Delaware to confirm registration.**

ADJOURNED/RESOLVED MATTERS

1. Debtors’ Twelfth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and a Certain Unexpired Sublease, Effective as of the Rejection Date; and (II) Abandon Personal Property [D.I. 875, 1/30/25]

Objection Deadline: March 13, 2025, at 4:00 p.m. (ET)

Related Documents:

- A. Twelfth Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases, Effective as of the Rejection Date; and (II) Abandon Personal Property [D.I. 968, 2/12/25]

Responses Received:

- B. Landlord’s Response and Reservation of Rights Regarding: Limited Objection and Reservation of Rights of the ChildSmiles Group, LLC, aka Abra Health, LLC, to Debtors’ Twelfth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and a Certain Unexpired Sublease, Effective as of the Rejection Date; and (II) Abandon Personal Property [D.I. 1221, 4/1/25]

- C. Limited Objection and Reservation of Rights of the ChildSmiles Group, LLC, a/k/a Abra Health, LLC, to Debtors' Twelfth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and a Certain Unexpired Sublease, Effective as of the Rejection Date; and (II) Abandon Personal Property [D.I. 933, 2/6/25]

Status: By agreement of the parties, this matter has been adjourned to the hearing scheduled on May 20, 2025 at 10:00 a.m. (prevailing Eastern Time).

2. Fifth & Alton (Edens) LLC's Motion (I) for the Allowance and Payment of Administrative Expense Claim; (II) to Compel Tenant Debtor to Provide Adequate Assurance of Future Performance Under the Lease; (III) to Compel the Cure of Nonmonetary Defaults Under the Lease; and (IV) to Establish an April 4, 2025 Deadline for the Debtors to Assume or Reject the Lease [D.I. 1066, 3/7/25]

Objection Deadline: March 21, 2025, at 4:00 p.m. (prevailing Eastern Time); extended for the Debtors to April 29, 2025, at 4:00 p.m. (prevailing Eastern Time)

Related Documents: None to date.

Responses Received:

- A. Informal response from the Debtors.

Status: The parties have come to a consensual agreement and anticipate that this matter will be withdrawn prior to the hearing.

3. Motion of the Official Committee of Unsecured Creditors for Entry of an Order Granting the Committee, Leave, Standing and Authority to Commence, Prosecute and Settle Certain Claims on Behalf of the OpCo Debtors' Estates [D.I. 1200, 3/28/25]

Objection Deadline: April 11, 2025, at 4:00 p.m. (prevailing Eastern Time)

Related Documents: None to date.

Responses Received: None to date.

Status: This matter has been adjourned indefinitely under the terms of the global settlement agreement.

4. Motion of Granite Telecommunications, LLC for Allowance and Payment of Administrative Expense Claim [D.I. 1222, 4/1/25]

Objection Deadline: April 15, 2025, at 4:00 p.m. (prevailing Eastern Time); extended to May 7, 2025, at 4:00 p.m. (prevailing Eastern Time) for the Debtors

Related Documents: None to date.

Responses Received: None to date.

Status: By agreement of the parties, this matter has been adjourned to the hearing scheduled on May 20, 2025 at 10:00 a.m. (prevailing Eastern Time).

5. Motion of Granite Telecommunications, LLC for Allowance and Payment of Administrative Expense Claim [D.I. 1269, 4/9/25]

Objection Deadline: April 23, 2025, at 4:00 p.m. (prevailing Eastern Time); extended for the Debtors to 4:00 p.m. (prevailing Eastern Time) on April 29, 2025

Related Documents: None at this time.

Responses Received:

- A. Debtors' Objection to Motion of Granite Telecommunications, LLC for Allowance and Payment of Administrative Expense Claim [D.I. 1361, 4/29/25]
- B. Ad Hoc Group of First Lien Lenders' Joinder to Debtors' Objection to Motion of Granite Telecommunications, LLC for Allowance and Payment of Administrative Expense Claim [D.I. 1364, 4/29/25]

Status: The parties have agreed that this matter has been adjourned to the hearing scheduled on May 20, 2025 at 10:00 a.m. (prevailing Eastern Time).

6. Motion of Jonathan Ortiz Munoz and Hannah Shalom Moody for Retroactive Relief from the Automatic Stay and, to the Extent Applicable, the Plan Injunction to Liquidate Claims in Pending State Court Civil Cases [D.I. 1273, 4/11/25]

Objection Deadline: April 25, 2025, at 4:00 p.m. (prevailing Eastern Time); extended to March 7, 2025 for the Debtors

Related Documents:

- A. Re-Notice of Motion for Retroactive Relief from the Automatic Stay and to the Extent Applicable, the Plan Injunction to Liquidate Claims [D.I. 1315, 4/25/25]

Responses Received:

- B. Informal response from the Debtors.

Status: By agreement of the parties, this matter has been adjourned to the hearing scheduled on May 20, 2025 at 10:00 a.m. (prevailing Eastern Time).

MATTERS UNDER CERTIFICATION

- 7. Application for Entry of an Order Authorizing and Approving the Retention and Employment of Back Bay Management Corporation and Its Division, the Michel-Shaked Group, to Provide Expert Witness Services Effective as of March 17, 2025 [D.I. 1189, 3/27/25]

Objection Deadline: April 10, 2025, at 4:00 p.m. (prevailing Eastern Time)

Related Documents: None to date.

- A. Certification of No Objection Regarding Order Authorizing and Approving the Retention and Employment of Back Bay Management Corporation and Its Division, the Michel-Shaked Group, to Provide Expert Witness Services Effective as of March 17, 2025 [D.I. 1292, 4/17/25]

Responses Received: None.

Status: A certificate of no objection has been filed. A hearing is not required unless the Court has questions or concerns.

- 8. Application of Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. for Entry of an Order Authorizing the Employment and Retention of Chilmark Partners, LLC as Financial Advisor to the Independent Director, Michael J. Wartell, Effective as of February 26, 2025 [D.I. 1196, 3/28/25]

Objection Deadline: April 18, 2025, at 4:00 p.m. (prevailing Eastern Time)

Related Documents:

- A. Sealed Schedules to Application of Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. for Entry of an Order Authorizing the Employment and Retention of Chilmark Partners, LLC as Financial Advisor to the Independent

Director, Michael J. Wartell, Effective as of February 26, 2025
[(Sealed) D.I. 1197, 3/28/25]

- B. Certificate of No Objection Regarding Application of Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. for Entry of an Order Authorizing the Employment and Retention of Chilmark Partners, LLC as Financial Advisor to the Independent Director, Michael J. Wartell, Effective as of February 26, 2025 [D.I. 1303, 4/22/25]

Responses Received: None.

Status: A certificate of no objection has been filed. A hearing is not required unless the Court has questions or concerns.

MATTERS GOING FORWARD

9. Debtors' Motion for Entry of an Order (I) Authorizing Franchise Group Intermediate V, LLC to Enter into and Perform Its Obligations Under the Asset Purchase Agreement, (II) Approving the Sale of Certain Assets Free and Clear of All Claims, Liens, Rights, Interests, and Encumbrances, (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [D.I. 1283, 4/16/25]

Objection Deadline: April 29, 2025, at 4:00 p.m. (prevailing Eastern Time); as may have been extended for certain parties.

Related Documents:

- A. Notice of Filing of Amended Schedule 1 to the Sale Order [D.I. 1293, 4/19/25]

Responses Received:

- B. Limited Response of STAG Industrial Holdings, LLC to Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale and Reservation of Rights [D.I. 608, 1/2/25]
- C. Combined Limited Objection of Beral, LLLP and Laurel Lakes, LLC to (A) the Debtors' Proposed Plan [D.I. 1312]; and (B) the Debtors' Motion for Entry of an Order, *Inter Alia*, Authorizing Franchise Group Intermediate V, LLC to Enter into and Perform Its Obligations Under the Asset Purchase Agreement [D.I. 1283] [D.I. 1326, 4/28/25]
- D. Limited Objection of Walt Whitman Road, LLC to: Debtors' Motion for Entry of an Order (I) Authorizing Franchise Group Intermediate V, LLC to Enter into and Perform Its Obligations Under the Asset Purchase Agreement, (II) Approving the Sale of Certain Assets Free and Clear of All Claims, Liens, Rights, Interests, and

Encumbrances, (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [D.I. 1335, 4/29/25]

- E. Objection of Turkey Creek Holdings, LLC to Debtors' Sale Motion (Docket No. 1283) [D.I. 1336, 4/29/25]
- F. Objection of Easton Market SC, LLC to Debtors' Sale Motion (Docket No. 1283) [D.I. 1337, 4/29/25]
- G. Limited Objection and Reservation of Rights of WPG Legacy, LLC to the Debtors' Motion for Entry of an Order (I) Authorizing Franchise Group Intermediate V, LLC to Enter into and Perform Its Obligations Under the Asset Purchase Agreement, (II) Approving the Sale of Certain Assets Free and Clear of All Claims, Liens, Rights, Interests, and Encumbrances, (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [D.I. 1340, 4/29/25]
- H. Oracle's Rights Reservation Regarding Debtors' Motion for Entry of an Order (I) Authorizing Franchise Group Intermediate V, LLC to Enter into and Perform Its Obligations Under the Asset Purchase Agreement, (II) Approving the Sale of Certain Assets Free and Clear of All Claims, Liens, Rights, Interests, and Encumbrances, (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases and (IV) Granting Related Relief ("Rights Reservation") [D.I. 1341, 4/29/25]
- I. Limited Objection and Reservation of Rights of the Chubb Companies to Debtors' Motion for Entry of an Order (I) Authorizing Franchise Group Intermediate V, LLC to Enter into and Perform Its Obligations Under the Asset Purchase Agreement, (II) Approving the Sale of Certain Assets Free and Clear of All Claims, Liens, Rights, Interests, and Encumbrances, (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [D.I. 1346, 4/29/25]
- J. Limited Objection and Reservation of Rights of Certain Landlords to Debtors to Debtors' Proposed Cure Amounts and Assumption and Assignment of Certain Leases [D.I. 1348, 4/29/25]
- K. Glanbia Performance Nutrition (NA), Inc.'s Limited Objection and Reservation of Rights Regarding the Potential Assumption and Assignment of Executory Contracts [D.I. 1353, 4/29/25]
- L. Renewed Limited Objection and Reservation of Rights of Frontier Dania LLC to Motion for Entry of an Order (I) Authorizing Franchise Group Intermediate V, LLC to Enter into and Perform Its Obligations Under the Asset Purchase Agreement, (II) Approving the Sale of Certain Assets Free and Clear of All Claims, Liens,

Rights, Interests and Encumbrances, (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [D.I. 1356, 4/29/25]

- M. Sunwarrior Entities' Limited Objection and Reservation of Rights Regarding the Potential Assumption and Assignment of Executory Contracts [D.I. 1357, 4/29/25]
- N. Renewed Limited Objection and Reservation of Rights of Frontier Osceola LLC to Motion for Entry of an Order (I) Authorizing Franchise Group Intermediate V, LLC to Enter into and Perform Its Obligations Under the Asset Purchase Agreement, (II) Approving the Sale of Certain Assets Free and Clear of All Claims, Liens, Rights, Interests and Encumbrances, (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [D.I. 1358, 4/29/25]
- O. Woodbolt Distribution, LLC's Reservation of Rights Regarding the Potential Assumption and Assignment of Executory Contracts [D.I. 1359, 4/29/25]
- P. Renewed Limited Objection and Reservation of Rights of Frontier Kissimmee LLC to Motion for Entry of an Order (I) Authorizing Franchise Group Intermediate V, LLC to Enter into and Perform Its Obligations Under the Asset Purchase Agreement, (II) Approving the Sale of Certain Assets Free and Clear of All Claims, Liens, Rights, Interests and Encumbrances, (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [D.I. 1360, 4/29/25]
- Q. Limited Objection and Reservation of Rights of Frontier Bel Aire LLC's to Motion for Entry of an Order (I) Authorizing Franchise Group Intermediate V, LLC to Enter into and Perform Its Obligations Under the Asset Purchase Agreement, (II) Approving the Sale of Certain Assets Free and Clear of All Claims, Liens, Rights, Interests and Encumbrances, (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [D.I. 1362, 4/29/25]
- R. Limited Objection and Reservation of Rights of Commerce 9005 LLC and Commerce #9602 LLC to Debtors' Proposed Cure Amounts and Assumption and Assignment of Certain Leases [D.I. 1363, 4/29/25]
- S. Ventura Gateway's Objection and Reservation of Rights to Debtors' Motion for Entry of an Order (I) Authorizing Franchise Group Intermediate V, LLC to Enter into and Perform Its Obligations Under the Asset Purchase Agreement, (II) Approving the Sale of Certain Assets Free and Clear of All Claims, Liens, Rights, Interests, and Encumbrances, (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, And (IV) Granting Related Relief [D.I. 1365, 4/30/25]

- T. CTO23 Rockwall LLC's Objection and Reservation of Rights to Debtors' Motion for Entry of an Order (I) Authorizing Franchise Group Intermediate V, LLC to Enter into and Perform Its Obligations Under the Asset Purchase Agreement, (II) Approving the Sale of Certain Assets Free and Clear of All Claims, Liens, Rights, Interests, and Encumbrances, (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [D.I. 1366, 4/30/25]
- U. Objection of Benenson Capital Partners, LLC, Boswell Avenue I, LLC, DLC Management Corporation, Inland Commercial Real Estate Services LLC, and National Realty & Development Corp., to the Proposed (I) Sale And (II) Assumption/Assignment to TVS Buyer, LLC [D.I. 1367, 4/30/25]
- V. Newington Corner, LLC's and Staten Island Richmond Avenue, LLC's Objection and Reservation of Rights to Debtors' Motion for Entry of an Order (I) Authorizing Franchise Group Intermediate V, LLC to Enter into and Perform Its Obligations Under the Asset Purchase Agreement, (II) Approving the Sale of Certain Assets Free and Clear of All Claims, Liens, Rights, Interests, and Encumbrances, (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [D.I. 1379, 5/1/25]
- W. Informal Responses of the Following Parties:
 - 1. Various landlords represented by Ballard Spahr LLP
 - 2. Sayville Plaza Development LLC
 - 3. STAG Industrial Holdings, LLC
 - 4. Various landlords represented by Burr & Forman LLP
 - 5. Aberdeen Oklahoma Assoc & Pasan Trust c/o Kin Properties
 - 6. River Oaks El Mercado, LLC and Laguna Gateway Phase 2 L.P.
 - 7. RCG-PSC Camp Creek Owner, LLC
 - 8. Vestar-CPT Tempe Marketplace, LLC and Mundy Street Square, L.P.
 - 9. 211 Wallkill Realty LLC
 - 10. IVT Renaissance Center Durham I, LP
 - 11. Fifth & Alton (Edens) LLC
 - 12. Newport Property, LLC c/o Shin Yen Management Inc.
 - 13. Peabody Center LLC and Wilshire Plaza Limited Partnership
 - 14. DRP Market Heights Property Owner, LLC
 - 15. CorVel Enterprise Comp, Inc.
 - 16. Nature's Answer (a division of Bio Answer Holdings, Inc.)
 - 17. JS Champaign Inv LLC
 - 18. New Chapter, Inc c/o P&G
 - 19. MLM Chino Property LLC
 - 20. Various landlords associated with Kimco Realty Corporation

Status: This matter is going forward. The Debtors are working with the parties who have submitted responses and objections, which primarily comprise cure responses and adequate assurance requests. With the exception of Item I, which will go forward

absent a consensual resolution in advance of the hearing, the Debtors anticipate continuing to work with parties to resolve the responses received and will address any unresolved matters at a subsequent hearing, if necessary.

ADVERSARY MATTER PRETRIAL CONFERENCE - WILMINGTON TRUST N.A. v. ALTER DOMUS (US) LLC (25-50441)

10. Complaint [D.I. 1, 3/23/25]

Objection Deadline: April 23, 2025

Related Documents:

- A. Summons and Notice of Pretrial Conference in Adversary Proceeding [D.I. 3, 3/25/25]
- B. Plaintiff's Motion for Summary Judgment [D.I. 4, 4/1/25]
- C. Memorandum of Law in Support of Plaintiff's Motion for Summary Judgment [D.I. 5, 4/1/25]
- D. Declaration of Jason M. Pierce in Support of Plaintiff's Motion for Summary Judgment [D.I. 6, 4/1/25]
- E. Certification of Counsel [D.I. 8, 4/22/25]
- F. Order Approving Stipulation Staying Adversary Proceeding [D.I. 9, 4/24/25]

Responses Received:

Status: An order has been entered staying this adversary proceeding.

[Signature Page Follows]

Dated: May 2, 2025
Wilmington, Delaware

/s/ Allison S. Mielke

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